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MANAGEMENT
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Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

Surface Transportation Board

David A. Shelton
General Attorney

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February 13, 2012
EQ000003

VIA UPS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of February 2, 2012 ("Document #1"); (2) a Release of Lessor Security Agreement, a secondary document, dated as of February 2, 2012 ("Document #2"); and (3) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of January 30, 2012 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21212, 21213 and 21214, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

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Document #1:

Lessor: ORIX Proxima Corporation
c/o ORIX Corporation
21F Mita NN Building
4-1-23 Shima
Minato-ku, Tokyo 108-0014
Japan

Lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #2:

Mortgagee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #3:

Mortgagee: The Norinchukin Bank, New York Branch
245 Park Avenue, 21st Floor
New York, NY 10167-0104

The equipment covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
27	General Electric Dash 9-40CW Locomotives	C-C	9129-9155

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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of February 2, 2012, to terminate the Lease Agreement with Recordation No. 21212 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

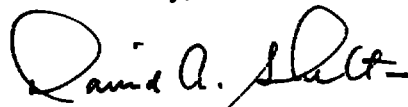
Document #2:

Release of Lessor Security Agreement dated as of February 2, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21213 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Document #3:

Release of Lien of Chattel Mortgage and Security Agreement dated as of January 30, 2012, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21214 dated as of February 2, 1998, covering 27 General Electric Dash 9-40CW diesel-electric locomotives numbered 9129-9155, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton", with a stylized flourish at the end.

David A. Shelton

Enclosures

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TERMINATION OF LEASE AGREEMENT

SOUTHERN TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as lessee, and ORIX Proxima Corporation (the "Lessor"), as lessor, under that certain Lease Agreement dated as of February 2, 1998 (as supplemented by the lease supplement dated as of February 27, 1998) (the "Agreement"), hereby certify that the Agreement has been terminated pursuant to Sections 3 and 19 thereof, to wit: the Lease Expiry Date (as defined in the Agreement) has occurred, the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement), and the Lessor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

This instrument may be executed by the parties hereto in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

WHEREFORE, the Railroad and the Lessor, pursuant to Section 3 of the Agreement, hereby declare the Agreement to be terminated and consent that the same be discharged of record.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2nd day of February, 2012.

NORFOLK SOUTHERN RAILWAY COMPANY

By: Marta R. Stewart

Name: Marta R. Stewart

Title: Vice President and Treasurer

ORIX PROXIMA CORPORATION

By: _____

Name: _____

Title: _____

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their representatives duly authorized in that behalf on this 2nd day of February, 2012.


NORFOLK SOUTHERN RAILWAY COMPANY

By: _____

Name: _____

Title: _____

ORIX PROXIMA CORPORATION

By: 

Name: Kiyotaka Tanaka

Title: Director

